

FEDERATED DEPARTMENT STORES INC /DE/  
 Form 4  
 February 28, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GROVE JANET**

2. Issuer Name and Ticker or Trading Symbol  
**FEDERATED DEPARTMENT STORES INC /DE/ [FD]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/24/2006**

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Vice Chair

**C/O FEDERATED DEPARTMENT STORES INC, 7 WEST SEVENTH STREET**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**CINCINNATI, OH 45202**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	Price			
Common Stock	02/24/2006		S		634	D \$ 71.24	8,950 <sup>(1)</sup>	D	
Common Stock	02/24/2006		S		4,200	D \$ 71.06	4,750	D	
Common Stock	02/24/2006		S		2,600	D \$ 70.62	2,150	D	
Common Stock	02/24/2006		S		1,400	D \$ 70.61	750	D	
	02/24/2006		M		6,000	A \$ 34.375	6,750	D	

Common  
Stock

Common Stock 02/24/2006 M 36,000 A \$ 27.3125 42,750 D

Common Stock 02/24/2006 S 42,000 D \$ 70.2024 750 D

Common Stock 86 <sup>(2)</sup> I By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Option to Purchase Common Stock	\$ 34.375	02/24/2006		M	6,000	<sup>(3)</sup> 03/28/2007	Common Stock	6,000
Option to Purchase Common Stock	\$ 27.3125	02/24/2006		M	36,000	<sup>(4)</sup> 08/25/2010	Common Stock	36,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROVE JANET C/O FEDERATED DEPARTMENT STORES INC 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Vice Chair	

## Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Janet Grove pursuant to a Power of Attorney

02/28/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 1 share issued April 1, 2005 which was a dividend on shares granted under the Issuer's long term incentive plan.
- (2) Reflects matching contributions under the Issuer's 401(k) plan, derived by dividing the value of the undivided interest of the reporting person in the applicable investment fund as of February 27, 2006 by \$71.17, the stock price of such date.
- (3) Options became exercisable as follows: 1,500 on March 28, 1998, 1,500 on March 28, 1999, 1,500 on March 28, 2000 and 1,500 on March 28, 2001.
- (4) Options became exercisable as follows: 9,000 on August 25, 2001, 9,000 on August 25, 2002, 9,000 on August 25, 2003 and 9,000 on August 25, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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